

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

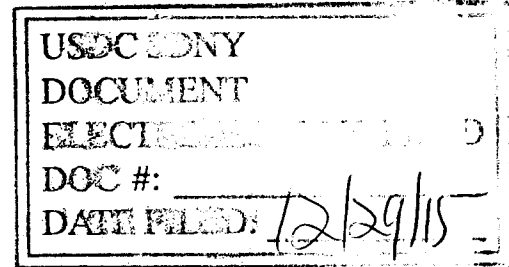
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SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

WORLDCOM, INC.,

Defendant.
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Civil Action No. 02-CV-4963 (JSR)

~~PROPOSED~~ **[PROPOSED] ORDER TERMINATING THE WORLDCOM VICTIM TRUST,
DIRECTING PAYMENT OF THE SURPLUS TO U.S. TREASURY, AND
DISCHARGING THE DISTRIBUTION AGENT**

Upon the Petition (the "Motion") of Richard C. Breeden, the Distribution Agent ("Distribution Agent") for the WorldCom Victim Trust ("WVT") appointed to oversee the implementation of the Distribution Plan approved by Order of this Court dated July 19, 2004, for the entry of an Order authorizing the Distribution Agent to terminate the WVT and pay the Surplus to the U.S. Treasury, and providing the Distribution Agent and his Agents with a discharge of liability and an injunction relating to any potential claims as provided in Paragraph 36 of the Distribution Plan; it appearing that the staff of the Securities and Exchange Commission ("SEC") has reviewed the Motion and expressed no objection to the relief requested herein; and it further appearing that due notice of the Motion had been given as described in the Motion, and that no other or further notice is necessary or required; and the Court having

determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

1. ORDERED, that the Motion is hereby granted in all respects, and it is further
2. ORDERED, that the Distribution Agent is authorized to wind-up and terminate the WVT in all respects in advance of the time established in the Court's 2010 Order; and it is further
3. ORDERED, that the form and content of the Final Accounting of the WVT Reserve as depicted in Exhibit B to the Motion is approved; and it is further
4. ORDERED, that the Distribution Agent is authorized to pay the Surplus in the amount of \$1,522,179.37 to the U.S. Treasury and thereafter close the Distribution Fund account; and it is further
5. ORDERED, that the Distribution Agent and his Agents are discharged from any claims or liability in connection with the Distribution Plan and the administration of the Fair Fund, and all Potentially Eligible Claimants and other parties are permanently enjoined from prosecuting or asserting any claim or liability in connection with the Distribution Plan and the administration of the Fair Fund against the Distribution Agent and his Agents; and it is further
6. ORDERED, that this Court shall retain exclusion jurisdiction with respect to any disputes or other matters related to, or arising from, the interpretation or implementation of this Order.

Dated: New York, New York
December 23 2015

UNITED STATES DISTRICT JUDGE

A handwritten signature in black ink, appearing to read "Jed S. Rakoff", is written over a horizontal line.

Honorable Jed S. Rakoff